

SEMBCORP INDUSTRIES LTD

(Company Registration No. 199802418D)
(Incorporated in the Republic of Singapore)

MINUTES OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING HELD ON THURSDAY, 20 APRIL 2023 AT 10.00 A.M. BY WAY OF ELECTRONIC MEANS

Board of Directors

Present in person: Mr Ang Kong Hua (Chairman)
Mr Tow Heng Tan (Deputy Chairman)
Mr Wong Kim Yin (Group President & CEO)

Present remotely: Mr Tham Kui Seng
Mr Ajaib Haridass
Mr Yap Chee Keong
Dr Josephine Kwa Lay Keng
Mr Nagi Hamiyeh
Mr Lim Ming Yan

In Attendance / By Invitation

Present in person: Mr Eugene Cheng (Group CFO)

Present remotely:

Key Executives: Mr Robert Chong (Chief Corporate & HR Officer)
Ms Nuraliza Osman (Group General Counsel)
Mr Alex Tan (CEO, China)
Mr Kelvin Teo (CEO, Urban)
Mr Lee Kok Kin (CEO, SembWaste)
Mr Wong Kiew Kwong (Head, GIA)
Mr Shawn Er (Deputy Head, Group Risk)

Company Secretary: Ms Tan Yen Hui

Auditors: Mr Alex Koh, Partner, KPMG LLP
Mr Desmond Zhou, Senior Manager, KPMG LLP
Ms Josie Lee, Manager, KPMG LLP

Legal Advisor: Ms Yap Lune Teng, Partner, Allen & Gledhill LLP
Mr Daniel Tan, Senior Associate, Allen & Gledhill LLP

Scrutineer: Mr Andrew Teoh, Assurance Director, T S Tay Public
Accounting Corporation

PARTICIPATION BY SHAREHOLDERS

The Meeting noted that pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, arrangement had been made for shareholders to participate at the Annual General Meeting (“**Meeting**”) via electronic means. Real-time remote electronic voting (“live” voting) and real-time electronic communications (“live” Q&A) were implemented at the Meeting.

The Meeting further noted that the answers to substantial and relevant questions submitted in advance by shareholders had been posted on the Company’s website and announced via SGXNet on April 13, 2023.

PRESENTATION BY GROUP PRESIDENT & CEO

Mr Wong Kim Yin, Group President & CEO, gave a presentation on the overview of the Company’s performance and key developments in 2022. The presentation slides can be found at URL [PowerPoint Presentation \(sembcorp.com\)](http://sembcorp.com).

CHAIRMAN

After the presentation, Mr Ang Kong Hua, Chairman of the Board of Directors, called the Meeting to order.

QUORUM / NOTICE OF MEETING

Chairman advised that there were sufficient members present to form a quorum. The Notice dated March 29, 2023 was taken as read.

POLL VOTING

Chairman informed shareholders that voting would be conducted by poll after all resolutions have been tabled. Further, shareholders had appointed the Chairman of the Meeting as their proxy to vote on their behalf and the Chairman of the Meeting would be voting on behalf of such shareholders according to their specific instructions on the resolutions. Shareholders accessing the Meeting would be able to vote in real time through the webcast platform.

All proxy forms that had been submitted at least 72 hours before the Meeting and the webcast polling system had been verified by the Company’s share registrar, M & C Services Private Limited, and the independent scrutineer, TS Tay Public Accounting Corporation.

Chairman further informed the shareholders present that voting is open and they may cast their votes during the course of the Meeting.

ROUTINE BUSINESS

Resolution 1 - Directors' Statement and Audited Financial Statements

Chairman proposed the following ordinary resolution:

"That the Directors' Statement and Audited Financial Statements for the year ended December 31, 2022 and the Auditors' Report thereon be and are hereby received and adopted."

Chairman put the ordinary resolution to vote by poll.

Resolution 2 - Approval of Final Dividend and Special Dividend

Chairman proposed the following ordinary resolution:

"That a final ordinary one-tier tax exempt dividend of 4 cents per share and a special ordinary one-tier tax exempt dividend of 4 cents per share for the year ended December 31, 2022 be and are hereby declared payable on May 8, 2023 to holders of ordinary shares registered in the books of the Company as at 5.00 pm on April 26, 2023."

Chairman put the ordinary resolution to vote by poll.

Retirement of Chairman

Chairman informed that he has given notice that he would not be seeking re-election. At the conclusion of the Meeting, Chairman would retire as a Director of the Company under article 94 of the Company's Constitution. Mr Tow Heng Tan will be appointed as Chairman of the Board of Directors after the conclusion of the Meeting.

Resolution 3 - Re-election of Mr Yap Chee Keong (Article 94)

Chairman proposed the following ordinary resolution:

"That Mr Yap Chee Keong, a director retiring under article 94 of the Company's Constitution, be and is hereby re-elected as a director of the Company."

Chairman put the ordinary resolution to vote by poll.

Resolution 4 - Re-election of Mr Nagi Hamiyeh (Article 94)

Chairman proposed the following ordinary resolution:

"That Mr Nagi Hamiyeh, a director retiring under article 94 of the Company's Constitution, be and is hereby re-elected as a director of the Company."

Chairman put the ordinary resolution to vote by poll.

Resolution 5 - Approval of Directors' Fees for Year Ending December 31, 2023

Chairman advised the Meeting that all non-executive Directors and their associates had abstained from voting their shareholdings in respect of the following ordinary resolution.

Chairman proposed the following ordinary resolution:

“That the Directors’ Fees of up to S\$2,800,000/- for the year ending December 31, 2023 be and is hereby approved.”

Chairman put the ordinary resolution to vote by poll.

Resolution 6 - Re-appointment of Auditors

Chairman proposed the following ordinary resolution:

“That Messrs KPMG LLP be re-appointed as Auditors of the Company to hold office until the next Annual General Meeting and that the Directors of the Company be authorised to fix their remuneration.”

Chairman put the ordinary resolution to vote by poll.

SPECIAL BUSINESS

Resolution 7 – Renewal of the Share Issue Mandate

Chairman proposed the following ordinary resolution:

“That authority be and is hereby given to the directors to:

- a.
 - i. issue shares of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and / or
 - ii. make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the directors may, in their absolute discretion, deem fit; and

- b. (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares

- to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 5% of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”)) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares excluding treasury shares and subsidiary holdings at the time this Resolution is passed, after adjusting for:
- (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of shares,
- and, in paragraph (1) above and this paragraph (2), “**subsidiary holdings**” has the meaning given to it in the Listing Manual of the SGX-ST;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

Chairman put the ordinary resolution to vote by poll.

Resolution 8 - Authority to Grant Awards and Issue Shares under the Sembcorp Industries Share Plans

Chairman proposed the following ordinary resolution:

“That approval be and is hereby given to the directors to:

- a. grant awards in accordance with the provisions of the Sembcorp Industries Performance Share Plan 2020 (the “**SCI PSP**”) and / or the Sembcorp Industries Restricted Share Plan 2020 (the “**SCI RSP**”) (the SCI PSP and SCI RSP, together the “**Share Plans**”); and
- b. allot and issue from time to time such number of fully paid-up ordinary shares of the Company as may be required to be delivered pursuant to the vesting of awards under the Share Plans,

provided that:

- (1) the aggregate number of (i) new ordinary shares allotted and issued and / or to be allotted and issued, (ii) existing ordinary shares (including shares held in treasury) delivered and / or to be delivered, and (iii) ordinary shares released and / or to be released in the form of cash in lieu of ordinary shares, pursuant to the Share Plans, shall not exceed 5% of the total number of issued ordinary shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
- (2) the aggregate number of ordinary shares under awards to be granted pursuant to the Share Plans during the period commencing from this Annual General Meeting and ending on the date of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, shall not exceed 1% of the total number of issued ordinary shares of the Company (excluding treasury shares and subsidiary holdings) from time to time,

and in this Resolution, “**subsidiary holdings**” has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited.”

Chairman put the ordinary resolution to vote by poll.

Resolution 9 - Renewal of the IPT Mandate

Chairman advised the Meeting that all Directors and their respective associates had abstained from voting their shareholdings in respect of the following ordinary resolution. The Meeting further noted that Temasek Holdings (Private) Limited and their respective associates, being Interested Persons had also abstained from voting their shareholdings, in respect of this ordinary resolution.

Chairman proposed the following ordinary resolution:

“That:

- a. approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“**Chapter 9**”) of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Company’s Letter to Shareholders dated March 29, 2023 (the “**Letter**”) with any party who is of the class of interested persons described in the Appendix to the Letter, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- b. the approval given in paragraph a. above (the “**IPT Mandate**”) shall, unless revoked or varied by the Company in General Meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- c. the directors and / or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and / or he may consider expedient or necessary or in the

interests of the Company to give effect to the IPT Mandate and / or this Resolution.”

Chairman put the ordinary resolution to vote by poll.

Resolution 10 - Renewal of the Share Purchase Mandate

Chairman proposed the following ordinary resolution:

“That

- a. for the purposes of Sections 76C and 76E of the Companies Act 1967 (the “**Companies Act**”), the exercise by the directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - i. market purchase(s) on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”); and / or
 - ii. off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);
- b. unless varied or revoked by the Company in General Meeting, the authority conferred on the directors pursuant to the Share Purchase Mandate may be exercised by the directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - i. the date on which the next Annual General Meeting of the Company is held;
 - ii. the date by which the next Annual General Meeting of the Company is required by law to be held; and
 - iii. the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- c. in this Resolution:

“**Average Closing Price**” means the average of the last dealt prices of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs during the relevant five-day

period and the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase;

“**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

“**Maximum Limit**” means that number of issued Shares representing 2% of the total number of issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)); and

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed, whether pursuant to a market purchase or an off-market purchase, 105% of the Average Closing Price of the Shares; and

- d. the directors and / or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and / or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and / or authorised by this Resolution.”

Chairman put the ordinary resolution to vote by poll.

QUESTIONS AND ANSWERS SESSION

Chairman then invited shareholders to post their questions using the webcast platform. The explanations and answers given by GP&CEO and GCFO in response to substantial and relevant questions submitted by shareholders were summarised as follows:

A. What is the plan for shares bought back by the Company?

- i) Shares bought back by the Company pursuant to the Share Buyback Mandate approved by shareholders of the Company would be held as treasury shares and utilized towards the vesting of share awards granted to employees of the Group under the Sembcorp Industries Restricted Share Plan and Sembcorp Industries Performance Share Plan.

B. The sale of SEIL to Tanweer Infrastructure at S\$2.0 billion will be settled by way of a deferred payment note (“DPN”) with an interest rate of 1.8% plus Indian government bond yield minus greenhouse emission reduction incentive.

1. Does this represent a S\$2 billion exchange rate exposure to INR?
2. Has the funding of this DPN been profitable?

- i) The DPN, denominated in INR, has been recognized as a Financial Asset following the completion of sale of SEIL. The book value of the DPN would be exposed to movements in exchange rate. We would monitor the movements in exchange rate and manage the exposure accordingly;

- ii) Prior to the sale of SEIL, the exchange differences arising from the net assets of SEIL consolidated in the Group's accounts were reflected in the Statement of Changes in Equity and taken into the Foreign Currency Translation Reserve. In respect of the DPN, any exchange differences on the book value of the DPN as a financial asset would now instead be reflected in the Profit & Loss Statement and taken into Retained Earnings. The foreign exchange differences impact was already there prior to the sale, only not impacting the Profit and Loss Statement; and
 - iii) The DPN bears an interest of 1.8% per annum plus a benchmark rate equal to the Indian government 10-year bond yield spot rate, minus a GHG emissions intensity reduction incentive rate. Given the government bond yield of about 7%, the DPN has contributed positively to the earnings of the Group.
- C. How much of the earnings (profit after tax) was from Renewables? How does this compare to earnings from Conventional Energy and Group Total? What was the total capital expenditure from Renewables?**
- i) Net profit before exceptional items ("**profit before EI**") for Renewables increased significantly from S\$56 million to S\$140 million, mainly contributed by acquisitions in China completed during the year. Conventional Energy recorded a profit before EI of S\$766 million, while profit before EI of the Group was S\$883 million, comprising S\$739 million from continuing operations; and
 - ii) During FY2022, capital expenditure for Renewables amounted to S\$488 million. As at 31 December 2022, equity investment in Renewables was S\$1.1 billion.
- D. Valuation of the Company is below those of renewable energy companies and utilities companies. Are there considerations to segregate the Integrated Urban Solutions from the Conventional Energy?**
- i) We strive to enhance shareholder value through the execution of our growth plan, which has been evidenced by the strong performance for FY2022 and partially reflected in the upward trend of the Company's share price; and
 - ii) Both our Integrated Urban Solutions business and Conventional Energy business have significant potential for growth over the near and medium term. After assessing all opportunities available, there is no immediate plan to segregate the Integrated Urban Solutions business from the Conventional Energy business.

RESULTS OF POLL VOTING

There being no further questions, Chairman proceeded to conduct poll voting. Shareholders were given a further three minutes to cast their votes.

The following poll results, which have been duly verified, were announced by Chairman:

Resolution Number and Details	For		Against	
	Number of Shares	Percentage %	Number of Shares	Percentage %
Ordinary Resolution 1 To adopt the Directors' Statement and Audited Financial Statements	1,260,535,627	99.96%	500,314	0.04%
Ordinary Resolution 2 To declare a final dividend and a special dividend	1,287,340,808	100.00%	14,200	0.00%
Ordinary Resolution 3 To re-elect Yap Chee Keong	1,224,921,004	95.15%	62,431,004	4.85%
Ordinary Resolution 4 To re-elect Nagi Hamiyeh	1,249,077,138	97.03%	38,274,870	2.97%
Ordinary Resolution 5 To approve directors' fees for the year ending December 31, 2023	1,287,020,308	100.00%	39,700	0.00%
Ordinary Resolution 6 To re-appoint KPMG LLP as Auditors and to authorise the directors to fix their remuneration	1,230,840,994	95.61%	56,514,014	4.39%
Ordinary Resolution 7 To approve the proposed renewal of the Share Issue Mandate	1,193,790,503	92.73%	93,564,505	7.27%
Ordinary Resolution 8 To authorise the directors to grant awards and issue shares under the Sembcorp Industries Share Plans	1,275,393,153	99.07%	11,958,355	0.93%
Ordinary Resolution 9 To approve the proposed renewal of the IPT Mandate	366,282,813	91.05%	36,009,770	8.95%
Ordinary Resolution 10 To approve the proposed renewal of the Share Purchase Mandate	1,285,825,668	99.95%	596,300	0.05%

Based on the poll results, Chairman declared all ordinary resolutions carried.

CLOSE OF MEETING

There being no other business to discuss, Chairman declared the Meeting closed at 10.45 a.m.

Mr Kong Hua Kong, who retired as Director and Chairman of the Board at the conclusion of the Meeting, thanked the Board and Management for their support during his tenure as chairman.

ACKNOWLEDGEMENTS

Mr Tow Heng Tan, taking over from Mr Ang Kong Hua as Chairman of the Board, would like to put on record, on behalf of the Board and Management, the gratitude and appreciation to Mr Ang for his tremendous contribution during his chairmanship.

As Mr Tham Kui Seng has stepped down from the Board after the conclusion of the Meeting, Mr Tow thanked Mr Tham, on behalf of the Board and Management, for his contributions to the Board during his tenure.

Mr Wong Kim Yin also expressed his gratitude to Mr Ang and looked forward to working with the Board led by Mr Tow.

Signed by Chairman of the Meeting